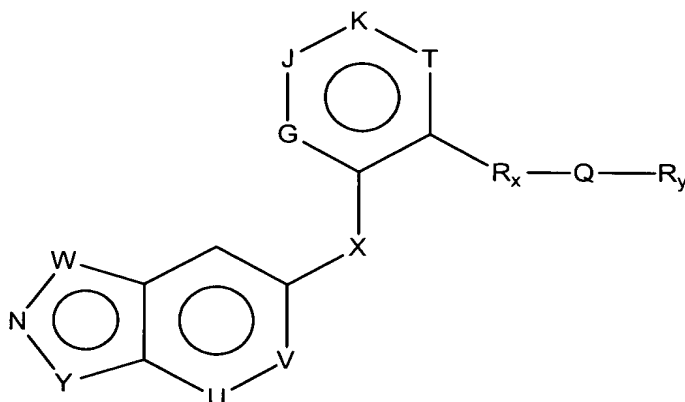


What is claimed is:

1. A compound including resolved enantiomers, diastereomers, solvates and pharmaceutically acceptable salts thereof, said compound having the Formula:



where

Y is CR¹, O, S, or NR²;

W is CR³, N, or NR⁴, provided that W is NR⁴, S, or O when Y is CR¹ and W is CR³ or N when Y is NR²;

R³ is H, NH₂, F, Cl, methyl or substituted methyl;

R⁴ is H, methyl or substituted methyl;

R¹ and R² are independently H, OH, an amine protecting group, Z_n-NR^aR^b, Z_n-NR^a(C=O)R^b, Z_n-SO₂R^a, Z_n-SOR^a, Z_n-SR^a, Z_n-OR^a, Z_n-(C=O)R^a, Z_n-(C=O)OR^a, Z_n-O-(C=O)R^a, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n-cycloalkyl wherein said cycloalkyl is saturated or partially unsaturated, Z_n-heterocycloalkyl wherein said heterocycloalkyl is saturated or partially unsaturated, or Z_n-Ar¹, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n-cycloalkyl, Z_n-heterocycloalkyl, and Z_n-Ar¹ may be substituted or unsubstituted;

Ar¹ is aryl or heteroaryl, each of which may be substituted or unsubstituted;

R^a and R^b are independently H, OH, an amine protecting group, an alcohol protecting group, an acid protecting group, a sulfur protecting

group, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl wherein said cycloalkyl is saturated or partially unsaturated, Z_n -heterocycloalkyl wherein said heterocycloalkyl is saturated or partially unsaturated, or Z_n -Ar¹, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl, Z_n -heterocycloalkyl, and Z_n -Ar¹ may be substituted or unsubstituted, or R^a and R^b together with the atoms to which they are both attached form a saturated or partially unsaturated heterocycle ring having 1 or more heteroatoms in said ring, wherein said heterocycle may be substituted or unsubstituted and wherein said heterocycle may be fused to an aromatic ring; Z is alkylene having from 1 to 4 carbons, or alkenylene or alkynylene each having from 2 to 4 carbons, wherein said alkylene, alkenylene, or alkynylene may be substituted or unsubstituted; n is 0 or 1;

U is CR^c or N;

V is CR^c or N;

R^c is H, F, Cl, methyl or substituted methyl;

X is O, S, SO, SO₂, NR⁵, C=O, CH₂, CH₂Z_n-OH, or C=NOR^d;

R⁵ is H, methyl, or substituted methyl;

R^d is H, PO₃H₂, SO₃H₂, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl wherein said cycloalkyl is saturated or partially unsaturated, Z_n -heterocycloalkyl wherein said heterocycloalkyl is saturated or partially unsaturated, or Z_n -Ar¹, said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl, Z_n -heterocycloalkyl and Z_n -Ar¹ may be substituted or unsubstituted;

G, H, J, and T independently are N or CR^z, provided that when any of said G, H, J, and T are N the total number of G, H, J, or T that is N does not exceed 2;

R^z is H, F, Cl, Br, CF₃, OR⁶, SR⁶, lower alkyl (C₁-C₄), CN, or NR⁶R⁷;

R^6 and R^7 are independently H, CF_3 , lower alkyl (C_1 - C_4) or lower heteroalkyl (C_1 - C_4);

Q is $-NR^8CONH-$, $-NHCO-$, $-NR^8SO_2NH-$, $-NHSO_2-$, $-CONR^{11}-$;

R^8 is H or lower (C_1 - C_4) alkyl;

R^{11} is H or lower (C_1 - C_4) alkyl;

R_x is $-(CR^9R^{10})_m-$, $-O(CR^9R^{10})_m-$, $NH(CR^9R^{10})_m-$, or $-S(CR^9R^{10})_m-$ provided that Q is $-CONR^{11}-$ when R^x is $-O(CR^9R^{10})_m-$, $-NH(CR^9R^{10})_m-$, or $-S(CR^9R^{10})_m-$;

R^9 and R^{10} are independently H, or lower alkyl, or R^9 and R^{10} together with the atoms to which they are both attached form a cycloalkyl ring which may be saturated or partially unsaturated;

m is 1-3;

R_y is H, PO_3H , an amine protecting group, an oxygen protecting group, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl wherein said cycloalkyl is saturated or partially unsaturated, Z_n -heterocycloalkyl wherein said heterocycloalkyl is saturated or partially unsaturated, or Z_n-Ar^2 , wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl, Z_n-Ar^2 and Z_n -heterocycloalkyl may be substituted or unsubstituted;

Ar^2 is aryl or heteroaryl, each of which may be substituted or unsubstituted, wherein said substitution can be 1-3 substituents independently selected from F, Cl, Br, CF_3 , CN, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, $-OR^{12}$, $-SR^{12}$, $-SO_2R^{12}$, $-SO_2NR^{13}R^{12}$, $NR^{13}SO_2R^{12}$, Z_n -cycloalkyl wherein said cycloalkyl is saturated or partially unsaturated, Z_n -heterocycloalkyl wherein said heterocycloalkyl is saturated or partially unsaturated, or Z_n-Ar^1 , wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl, Z_n -heterocycloalkyl and Z_n-Ar^1 may be substituted or unsubstituted;

R^{12} and R^{13} are independently H, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, Z_n -cycloalkyl wherein said cycloalkyl is saturated or partially unsaturated, Z_n -heterocycloalkyl wherein said heterocycloalkyl is saturated or partially unsaturated, or Z_n-Ar^1 , wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl,

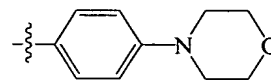
heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl, Z_n -heterocycloalkyl and Z_n -Ar¹ may be substituted or unsubstituted;
 wherein when Ar² is substituted with -SO₂NR¹³R¹², R¹² and R¹³ can form a cycloalkyl ring or heterocycloalkyl ring that may be substituted or unsubstituted wherein said substitution can be substituents selected from alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl wherein said cycloalkyl is saturated or partially unsaturated, -COR¹², -SO₂R¹², Z_n -heterocycloalkyl wherein said heterocycloalkyl is saturated or partially unsaturated, or Z_n -Ar¹, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl, Z_n -heterocycloalkyl and Z_n -Ar¹ may be substituted or unsubstituted;
 wherein when Q is -CONR¹¹, R_y in combination with R¹¹ is additionally cycloalkyl ring or heterocycloalkyl ring that may be substituted or unsubstituted with groups selected from alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl wherein said cycloalkyl is saturated or partially unsaturated, Z_n -heterocycloalkyl wherein said heterocycloalkyl is saturated or partially unsaturated, Z_n -Ar¹, -COR¹⁴, or -SO₂R¹⁴, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl, Z_n -heterocycloalkyl, Z_n -Ar¹, -COR¹⁴, and -SO₂R¹⁴ may be substituted or unsubstituted; and

R¹⁴ is alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, Z_n -cycloalkyl wherein said cycloalkyl is saturated or partially unsaturated, Z_n -heterocycloalkyl wherein said heterocycloalkyl is saturated or partially unsaturated, or Z_n -Ar¹, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl, Z_n -heterocycloalkyl, and Z_n -Ar¹ may be substituted or unsubstituted.

3. The compound of claim 1, wherein W is CH₂ and Y is NR².
4. The compound of claim 1, wherein G, J, K and T are CR².
5. The compound of claim 1, wherein X is NH, S, or O.

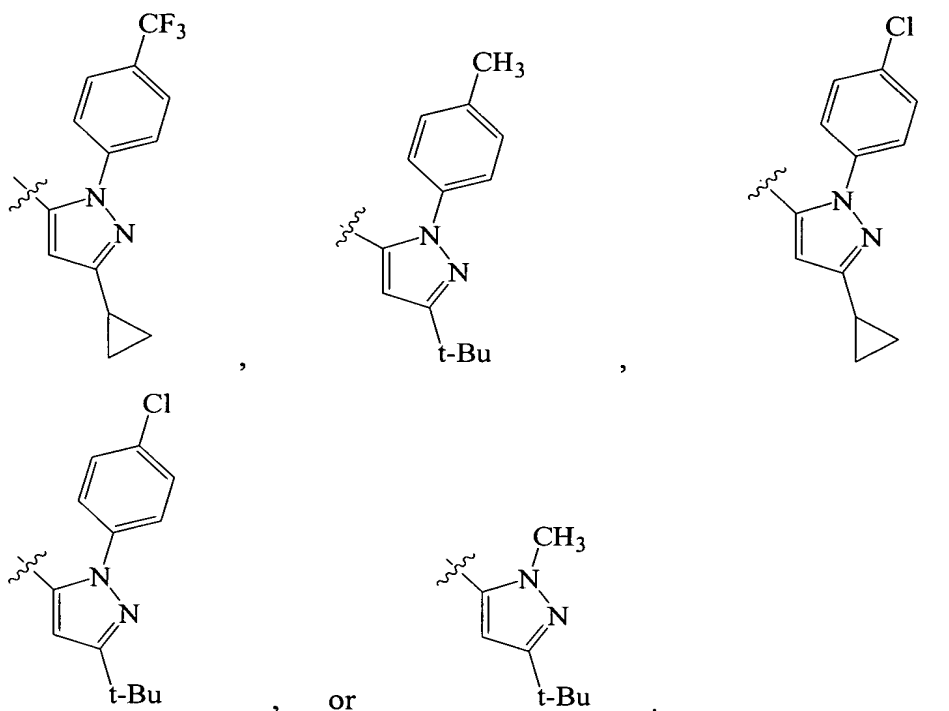
6. The compound of claim 1, wherein R_x is CH_2 and Q is $-NHCO-$.

7. The compound of claim 6, wherein R_y is isopropyl or



8. The compound of claim 1, wherein R_x is CH_2 and Q is $-NR^8CONH-$.

9. The compound of claim 8, wherein R_y is



10. A composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier.

11. A method of treating or preventing a p38-mediated condition in a human or animal, comprising administering to said human or animal a compound of claim 1 in an amount effective to treat or prevent said p38-mediated condition or a pharmaceutical composition comprising said compound.

12. The method of claim 11, wherein said p38-mediated condition is inflammatory disease, autoimmune disease, destructive bone disorder, proliferative disorder, infectious disease, viral disease, or neurodegenerative disease.